

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF MICHIGAN)

) ss

COUNTY OF OAKLAND)

MICHAEL D. SCHLOFF, being first duly sworn, deposes and says:

1. That I am an attorney and a principal of Michael D. Schloff, PLLC "Schloff" which firm maintains office at 6905 Telegraph Road, Suite 215, Bloomfield Hills, Michigan 48301.

2. Neither I, "Schloff", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. "Schloff" has represented and advised the Debtors in Michigan with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested and "Schloff" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United

States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "Schloff" proposed to render the following services to the Debtors:

Legal representation in criminal and civil personal injury litigation involving Delphi Corporation, its subsidiaries and employees.

5. "Schloff's" current fees arrangement is to bill at an hourly rate of \$140.00 together with a reimbursement of necessary litigation expenses and costs.

6. Except as set forth herein, no promises have been received by "Schloff" or any partner auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Officer of the United States Trustee.

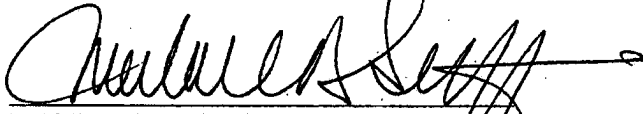
7. "Schloff" has no agreement with any entity to share with such entity any compensation received by "Schloff".

8. "Schloff" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "Schloff" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "Schloff," nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "Schloff" is be engaged.

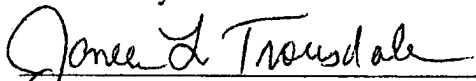
10. The foregoing constitutes the statement of "Schloff" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT.



MICHAEL D. SCHLOFF, MANAGER
OF MICHAEL D. SCHLOFF, PLLC
6905 Telegraph Road, Ste. 215
Bloomfield Hills, MI 48301
(248) 645-5205

Subscribed and sworn to before me
this 10th day of November 2005.



JANEEN L. TROUSDALE, Notary Public
Oakland County, Michigan
My Commission Expires: 01/16/2007

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SOUTHERN DISTRICT OF NEW YORK**

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Debtors.	:
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	Chapter 11
	Case No. 05-44481 (RDD)
	(Jointly Administered)

PROOF OF SERVICE BY FIRST-CLASS MAILING

STATE OF MICHIGAN)) ss
COUNTY OF OAKLAND)

Janeen L. Trousdale, being first duly sworn, deposes and states that she served a copy of the following:

- Affidavit of Legal Ordinary Course Professional;
- Proof of Service by First-Class Mailing;

in said cause upon:

Delphi Corporation, 5725 Delphi Drive, Troy, MI 48098 (Attn: General Counsel)

Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Ste. 2100, Chicago, IL 60606 (Attn: John Wm. Butler, Jr., Esq.)

U.S. Trustee, 33 Whitehall Street, Ste. 2100, New York, NY 10044 (Attn: Alicia M. Leonhard, Esq.)

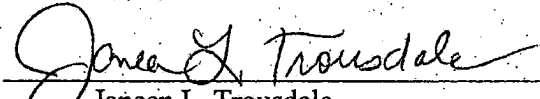
Latham & Watkins, 885 Third Avenue, New York, NY 10022 (Attn: Mark A. Broude, Esq.)

Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017 (Attn: Marissa Wesley, Esq.)

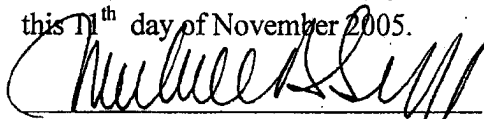
Davis Polk & Wardell, 450 Lexington Avenue, New York, NY 10017 (Attn: Marlane Melican, Esq.)

by mailing said documents to the above-address with postage fully prepaid, and depositing

them in a United States Mail receptacle located at Bloomfield Hills, Michigan, on the 11th
day of November 2005.


Janeen L. Trousdale

Subscribed and sworn to before me
this 11th day of November 2005.


Michael D. Schloff, Notary Public

Oakland County, Michigan

My Commission Expires: 01/03/2008